

RECORDATION NO. 29809 FILED

JUN 13 '11 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

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June 13, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W  
Washington, D.C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of June 7, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party	Fifth Third Bank 38 Fountain Square Plaza, MD10904A Cincinnati, OH 45202
Debtor	Danella Rental Systems, Inc 2290 Butler Pike Plymouth Meeting, PA 19462

Chief  
Section of Administration  
June 13, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

One 2011 Pettibone 445E speed swing railroad crane, S/N SS10074-11.

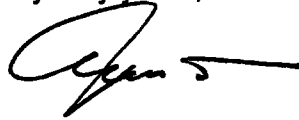
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF SECURITY AGREEMENT

Dated as of June 7, 2011

between

FIFTH THIRD BANK,  
as Secured Party

and

DANELLA RENTAL SYSTEMS, INC.,  
as Debtor

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2011, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

## **MEMORANDUM OF SECURITY AGREEMENT**

**THIS MEMORANDUM OF SECURITY AGREEMENT** dated as of June 7, 2011 is made by and between FIFTH THIRD BANK, together with its successors and assigns ("Secured Party"), and DANELLA RENTAL SYSTEMS, INC , and its successors and permitted assigns ("Debtor").

### **WITNESSETH**

1. Pursuant to a Master Loan and Security Agreement dated as of August 13, 2009 and Promissory Note executed pursuant thereto dated as of June 2, 2011 (collectively, the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described in Exhibit A attached hereto (the "Rail Crane").

2 The Security Agreement shall be effective as of the date first set forth hereinabove and Debtor's use of the Rail Crane shall be subject to the terms and conditions as set forth in the Security Agreement

3. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

***[Signature page follows]***

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**Secured Party:**

FIFTH THIRD BANK

By: *Gerald Whitfield*

Name: \_\_\_\_\_

Title: **Gerald Whitfield, VP**

STATE OF Ohio )

) ss.:

COUNTY OF Hamilton )

On this \_\_\_\_ day of \_\_\_\_\_, 2011, before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say: that (s)he is the \_\_\_\_\_ of FIFTH THIRD BANK the Ohio banking corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

*Elaine Ellis*  
NOTARY PUBLIC

My Commission Expires:

**ELAINE ELLIS**  
Notary Public, State of Ohio  
My Commission Expires Sept. 14, 2012



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written

Debtor:

DANELLA RENTAL SYSTEMS, INC.

By: Paul E. Barents  
Name PAUL E. BARENTS  
Title: TREASURER

STATE OF PA.  
COUNTY OF Montgomery ) ss.:

On this 2<sup>nd</sup> day of June, 2011, before me the subscriber personally appeared Paul E. Barents, who being by me duly sworn, did depose and say: that (s)he is the Treasurer of FIFTH THIRD BANK the Ohio banking corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

Nancy Fryer  
NOTARY PUBLIC  
My Commission Expires: 2/19/12

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Nancy Fryer, Notary Public  
Plymouth Twp., Montgomery County  
My Commission Expires Feb. 19, 2012  
Member Pennsylvania Association of Notaries

EXHIBIT A  
TO MEMORANDUM OF SECURITY AGREEMENT  
DATED AS OF June 7, 2011

Asset Description	Model Year	Serial Number
Pettibone 445E speed swing railroad crane	2011	SS10074-11

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 6/13/11



\_\_\_\_\_  
Robert W. Alvord